

MB FINANCIAL INC /MD

Form 4

March 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELD BURTON J

(Last) (First) (Middle)

**C/O MB FINANCIAL INC, 6111
NORTH RIVER ROAD**

(Street)

ROSEMONT, IL 60018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MB FINANCIAL INC /MD [MBFI]

3. Date of Earliest Transaction
(Month/Day/Year)

03/21/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/21/2005		A		705	A \$ 40.37	7,401 ⁽¹⁾	I	By Deferred Comp Plan
Common Stock							95,047	D	
Common Stock							642 ⁽²⁾	I	By 401(k)
Common Stock							8,550	I	By IRA

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option ("Right to Buy")	\$ 37.06					08/24/2008 ⁽³⁾ 08/24/2014	Common Stock	4,039
Stock Option ("Right to Buy")	\$ 16.9833					12/31/2001 ⁽⁴⁾ 12/31/2006	Common Stock	447
Stock Option ("Right to Buy")	\$ 16.9833					06/30/2002 ⁽⁴⁾ 06/30/2007	Common Stock	559
Stock Option ("Right to Buy")	\$ 16.9833					12/31/2002 ⁽⁴⁾ 12/31/2007	Common Stock	895
Stock Option ("Right to Buy")	\$ 23.9333					04/07/2003 ⁽⁴⁾ 04/07/2008	Common Stock	3,004
Stock Option ("Right to Buy")	\$ 9					11/07/2001 ⁽⁴⁾ 05/24/2009	Common Stock	9,457

Stock Option ("Right to Buy")	\$ 8	11/07/2001 ⁽⁴⁾	07/25/2010	Common Stock	2,156
Stock Option ("Right to Buy")	\$ 16.8933	07/31/2005 ⁽⁵⁾	07/31/2011	Common Stock	9,375
Stock Option ("Right to Buy")	\$ 21.2066	07/18/2006 ⁽⁶⁾	07/18/2012	Common Stock	8,400
Stock Option ("Right to Buy")	\$ 26.8933	07/23/2007 ⁽⁷⁾	07/23/2013	Common Stock	6,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELD BURTON J C/O MB FINANCIAL INC 6111 NORTH RIVER ROAD ROSEMONT, IL 60018	X		Vice President	

Signatures

/s/ Burton J.
Field

03/22/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Transaction represents the acquisition of units in Issuer's common stock fund pursuant to Issuer's Deferred Compensation Plan. Number of shares shown as acquired on transaction date and as beneficially owned under the plan following the reported transaction represents the approximate equivalent number of shares of the Issuer's common stock.
- (1) of shares shown as acquired on transaction date and as beneficially owned under the plan following the reported transaction represents the approximate equivalent number of shares of the Issuer's common stock.
 - (2) Reflects reporting person's holdings of units in Issuer's common stock fund under Issuer's 401(k) plan. Number of shares shown as beneficially owned under the plan represents the approximate equivalent number of shares of Issuer's common stock.
 - (3) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. This option becomes vested on 08/24/08.
 - (4) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. The option is 100% vested.
 - (5) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. This option becomes vested on 07/31/05.

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- (6) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. This option becomes vested on 07/18/06.
- (7) Grant to reporting person of option to purchase shares of common stock under Issuer's 1997 Omnibus Incentive Plan. This option becomes vested on 07/23/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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